

818908

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

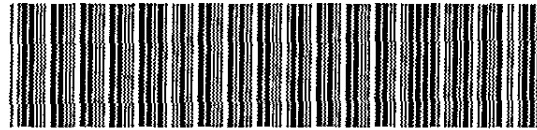
MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____



000010407400

01/23/03--01076--002 **52.50

Effective May 1, 2003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB -4 PM 9:07

FILED

Special Instructions to Filing Officer:

R. Bayer & S. Payne gave authority to file & give effect date for 5-1-2003. ac 2/6/03

Andrea gave authority to correct file date in florida ac 2/5/03.

Office Use Only

Handwritten initials/signature



February 3, 2003

Ms. Anna Chesnut
Document Specialist
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Conseco Variable Insurance Company
NAIC No.: 60704
Ref. Number: 818908

Dear Ms. Chesnut:

We are writing in response to your letter dated January 29, 2003, a copy has been included for your reference, regarding the above captioned company. We are resubmitting the certified Order of Approval for the domiciliary state of Texas along with the Application of Amendment to Authorization to Transact Business in Florida. We have previously submitted a check in the amount of \$52.50 to cover the fees for the issuance of the Certificate of Status. If you have any questions regarding this matter you may reach me directly via phone at (502) 587-3855, via fax at (502) 587-7628 or via email at aluescher@inviva.com. Thank you for your time and attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Andrea Luescher".

Andrea Luescher
Regulatory & Compliance Analyst

CVIC

January 22, 2002

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Conseco Variable Insurance Company
NAIC No.: 64017

Dear Sir or Madam:

We are writing to inform the Division of Corporations of the change in name for Conseco Variable Insurance Company ("CVIC") to Jefferson National Life Insurance Company effective as of May 1, 2003. A copy of the certified Order of Approval from the Domiciliary State of Texas has been enclosed along with a check in the amount of \$52.50 for the fees related to providing a Certificate of Status. If you have any further questions regarding this matter you may reach me directly via telephone at (502) 587-3855. Thank you for your time and attention to this matter.

Sincerely,



Andrea Luescher
Regulatory & Compliance Analyst

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Conseco Variable Insurance Company
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Andrea Luescher

(Name of person)

Conseco Variable Insurance Company
c/o Inviva, Inc.

(Name of firm/company)

300 Distillery Commons, Suite 300
(Address)

Louisville, KY 40206

(City/state and zip code)

For further information concerning this matter, please call:

Andrea Luescher

(Name of person)

at (502) 587-3855

(Area code & daytime telephone number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 29, 2003

ANDREA LUESCHER
% CVIC
300 DISTILLERY COMMONS, STE 300
LOUISVILLE, KY 40206

SUBJECT: CONSECO VARIABLE INSURANCE COMPANY
Ref. Number: 818908

We have received your document for CONSECO VARIABLE INSURANCE COMPANY and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

Also, the date authorized to do business in Florida is listed as 07/23/1965 on our records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 303A00005793

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

Effective 5-3-2003
FILED
03 FEB -4 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

1. Conseco Variable Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Texas

(Incorporated under laws of)

3. July 13, 1965

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 1, 2003

5. Jefferson National Life Insurance Company

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

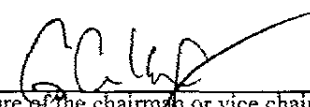
N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Craig A. Hawley

(Typed or printed name)

1/13/03

(Date)

Secretary

(Title)



Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.


Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Amendment and Restatement of the Articles of Incorporation of CONSECO VARIABLE INSURANCE COMPANY, Amarillo, Texas, along with Commissioner Order No. 02-1353 dated December 31, 2002, altogether consisting of ten (10) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 9th day of January 2003.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:


Jeff Hunt, Registration Officer
Company Licensing & Registration
Order No. 01-0692

No. **02-1353**

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: **DEC 31 2002**

Subject Considered:

CONSECO VARIABLE INSURANCE COMPANY
Amarillo, Texas
TDI No. 01-35200

AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION

CONSENT ORDER

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, pursuant to TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04, the application of CONSECO VARIABLE INSURANCE COMPANY, Amarillo, Texas, hereinafter referred to as "APPLICANT", for approval of the Amendment and Restatement of its Articles of Incorporation.

Staff for the Texas Department of Insurance and the duly authorized representative of the APPLICANT, have consented to the entry of this order and request the Commissioner of Insurance informally dispose of this matter pursuant to the provisions of TEX. INS. CODE ANN. §36.104, TEX. GOV'T CODE ANN. §2001.056, and 28 TEX. ADMIN. CODE §1.47.

WAIVER

APPLICANT acknowledges the existence of its right to the issuance and service of notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of this administrative action, as provided for in TEX. INS. CODE ANN. §§36.201 - 36.205 and TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and by the signature of its duly authorized representative has expressly waived each and every such right and acknowledges the jurisdiction of the Commissioner of Insurance.

02-1353

COMMISSIONER'S ORDER
CONSECO VARIABLE INSURANCE COMPANY
PAGE 2 of 3

FINDINGS OF FACT

Based upon the express consent of APPLICANT, and the recommendation of the Texas Department of Insurance staff, the Commissioner of Insurance makes the following findings of fact:

1. APPLICANT is a domestic stock life insurance company.
2. Action by the Board of Directors and the Sole Shareholder of APPLICANT authorizing the proposed Amendment and Restatement of the Articles of Incorporation, as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
3. As a result of the Amendment and Restatement of the Articles of Incorporation, Article I will be amended to change the name from CONSECO VARIABLE INSURANCE COMPANY to JEFFERSON NATIONAL LIFE INSURANCE COMPANY, effective May 1, 2003.
4. As a result of the Amendment and Restatement of the Articles of Incorporation, Article II will be amended to change the home office from Amarillo, Texas to Dallas, Texas.
5. As a result of the Amendment and Restatement of the Articles of Incorporation, Article VI will be amended to reflect the current number of directors constituting the Board of Directors and the name and addresses of the persons who are presently serving.
6. The authorized capital stock of the APPLICANT shall be \$9,112,000.00. Authorized shares shall be 1,105,000, consisting of 1,065,000 shares of common stock at par value of \$4.80, and 40,000 shares of preferred stock at par value of \$100.00.
7. An Assumption Certificate Form No. JNL-CHNG-0503, has been filed with the Life/Health Division of the Texas Department of Insurance.
8. The proposed capital and surplus of the APPLICANT is equal to or exceeds the minimum requirements of capital and surplus required by the Texas Insurance Code for a domestic stock life insurance company, and is the bona fide, unconditional, and unencumbered property of the company.
9. APPLICANT represents to the Commissioner of Insurance that its officers, directors and managing executives possess sufficient insurance experience, ability, and standing to render the continued success of the company probable.
10. APPLICANT is acting in good faith.

02-1353

COMMISSIONER'S ORDER
CONSECO VARIABLE INSURANCE COMPANY
PAGE 3 of 3

CONCLUSIONS OF LAW

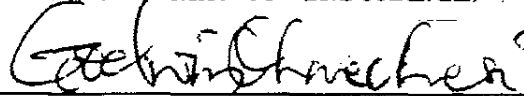
Based upon the foregoing findings of fact, the Commissioner of Insurance makes the following conclusions of law:

1. The Commissioner of Insurance has authority and jurisdiction over this application under TEX. INS. CODE ANN. art. 3.05.
2. The Commissioner of Insurance has authority to dispose of this matter under TEX. GOV'T CODE ANN. §2001.056, TEX. INS. CODE ANN. §36.104 and 28 TEX. ADMIN. CODE §1.47.
3. APPLICANT and staff have knowingly and voluntarily waived all procedural requirements for the entry of this order, including, but not limited to, notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of the order as provided for in TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and TEX. INS. CODE ANN. §§36.201 - 36.205.
4. Action by the Board of Directors and the Sole Shareholder of APPLICANT authorizing the proposed amendment and restatement as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
5. The proposed Amendment and Restatement of the Articles of Incorporation of APPLICANT is properly supported by the required documents.


IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the Amendment and Restatement of the Articles of Incorporation of CONSECO VARIABLE INSURANCE COMPANY, Amarillo, Texas, be and the same are hereby, approved effective May 1, 2003.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE.

BY:


Godwin Ohaechesi, Director
Company Licensing & Registration
Order 01-0692

Recommended by:


Loretta Calderon
Insurance Specialist
Company Licensing & Registration

**ARTICLES OF AMENDMENT AND
RESTATED ARTICLES OF INCORPORATION
OF
CONSECO VARIABLE INSURANCE COMPANY**

November 26, 2002

In conformity with the provisions of Article 3.05 of the Texas Insurance Code and Articles 4.04 and 4.07 of the Texas Business Corporation Act, Conseco Variable Insurance Company hereby adopts Articles of Amendment and Restated Articles of Incorporation which accurately copy the Articles of Incorporation of the Company and all amendments thereto that are in effect to date and as further amended as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE ONE

The name of the corporation is Conseco Variable Insurance Company (hereinafter referred to as the "Corporation").

ARTICLE TWO

Each amendment made hereby to the Corporation's Articles of Incorporation was adopted by the unanimous written consent, dated November 26, 2002, of JNF Holding Company, Inc. (the "Parent"), the sole shareholder of the Company. The Articles of Incorporation of the Corporation, as previously amended, are hereby further amended as follows:

A. Article I. of the Articles of Incorporation is amended to change the name of the Corporation so that Article I., as amended, reads as follows:

"ARTICLE I.

The name of the corporation shall be Jefferson National Life Insurance Company."

B. ~~Article II. of the Articles of Incorporation~~ is amended to ~~change~~ the home office location of the Corporation so that Article II., as amended, reads as follows:

"ARTICLE II.

The location of its home office shall be Dallas, Dallas County, Texas."

C. Article IV. of the Articles of Incorporation regarding the capital stock of the Corporation is hereby amended so that Article IV., as amended, reads as follows:

"ARTICLE IV.

The aggregate amount of the authorized capital stock of this corporation shall be \$9,112,000.00. The aggregate number of shares which the corporation shall have authority to issue is 1,105,000, consisting of (1) 1,065,000 shares of common stock, each of the par value of \$4.80, of which 1,043,565 shares or approximately 98% have been subscribed, and (2) 40,000 shares of preferred stock, each of the par value of \$100.00, of which no shares have been subscribed, so that approximately 94% of the aggregate par value of the shares authorized to be issued in the amount of \$5,009,112 has been fully subscribed and fully paid.

The preferred stock may be issued in one or more series. The designations, preferences and other special rights, of the preferred stock of each series shall be such as are stated and expressed herein and, to the extent not stated and expressed herein, shall be such as may be fixed by the Board of Directors (authority so to do being hereby expressly granted) and stated and expressed in a resolution or resolutions adopted by the Board of Directors providing for the issue of preferred stock of such series. Such resolution or resolutions shall (a) specify the series to which the preferred stock shall belong, (b) state whether a dividend shall be payable in cash, stock or otherwise, whether such dividend shall be cumulative or non-cumulative and whether the preferred stock of such series shall rank on parity with any other series of preferred stock as to dividend and fix the dividend rate therefor (or the manner of computing the rate of such dividends thereon), (c) fix the amount which the holders of the preferred stock of such series shall be entitled to be paid in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, (d) state whether or not the preferred stock of such series shall be redeemable and at what times and under what conditions and the amount or amounts payable thereon in the event of redemption; and may provide for a sinking fund for the purchase or redemption; or a purchase fund for the purchase of shares of such series and the terms and provisions governing the operation of any such fund and the status as to reissuance of shares of preferred stock purchased or otherwise reacquired or redeemed or retired through operation thereof, and that so long as the corporation is in default as to such sinking or purchase fund the corporation shall not (with such exceptions, if any, as may be provided) pay any dividends upon or purchase or redeem shares of capital common stock with respect to dividends or distribution of assets upon liquidation; and grant such other special rights to the holders of shares of such series as the Board of Directors may determine and as shall not be inconsistent with the provisions of this Article."

D. Article VI. of the Articles of Incorporation is amended to reflect the current number of directors constituting the Board of Directors and the names and

addresses of the of the persons who are presently serving as so that Article VI. as amended, reads as follows:

"ARTICLE VI.

The corporation shall have a Board of Directors of not less than five (5) nor more than fifteen (15), which shall manage the affairs and property of the corporation. The By-Laws shall specify the number of directors within the limits herein specified, and such number may be increased or decreased from time to time by amendment to the By-Laws of the corporation, but shall never be decreased to less than five (5) in number. The directors shall be elected annually or as provided by law and shall hold office until their successors are elected and qualify. The number of directors constituting the present Board of Directors is five (5) and the names and addresses of the persons who are presently serving as directors until the next annual meeting of the stockholders or until their successors are elected and have qualified, are:

Shane Gleeson
7602 Endecott Place
Prospect, KY 40059

Dean Kehler
1115, 5th Avenue
New York, NY 10128

Thomas Leaton
305 Roosevelt Ct., NE
Vienna, VA 22180

David Smilow
140 Perry St., #4
New York, NY 10014

Tracey Hecht Smilow
140 Perry St., #4
New York, NY 10014"

ARTICLE THREE

The number of shares of the Corporation outstanding at the time of the adoption of the foregoing amendments was 1,043,565 shares of common stock and no shares of preferred stock, and the number of shares entitled to vote thereon was 1,043,565 shares of common stock and no shares of preferred stock. The Parent, holder of all 1,043,565 outstanding shares of common stock entitled to vote, has executed a unanimous written consent voting such shares "FOR" the adoption of the foregoing amendments and no shares were voted against the amendments.

ARTICLE FOUR

Each of the foregoing amendments has been effected in conformity with the applicable provisions of Texas law.

ARTICLE FIVE

The Articles of Incorporation of the Corporation, and all previous amendments and supplements thereto, are hereby superseded by the following Restated Articles of Incorporation, which correctly and accurately set forth the entire text thereof, as further amended by the amendments set forth in Article Two hereof:

"RESTATED ARTICLES OF INCORPORATION OF JEFFERSON NATIONAL LIFE INSURANCE COMPANY

ARTICLE I.

The name of the corporation shall be Jefferson National Life Insurance Company.

ARTICLE II.

The location of its home office shall be Dallas, Dallas County, Texas.

ARTICLE III.

The purpose for which this corporation is formed is to engage in the life, health, and accident insurance business, in accordance with and as defined by Chapter 3 of Title 78 of the Revised Statutes of the State of Texas, and to do and perform all other kinds and character of business, as such life, health, and accident insurance company is permitted or authorized to do by the laws of the State of Texas.

ARTICLE IV.

The aggregate amount of the authorized capital stock of this corporation shall be \$9,112,000.00. The aggregate number of shares which the corporation shall have authority to issue is 1,105,000, consisting of (1) 1,065,000 shares of common stock, each of the par value of \$4.80, of which 1,043,565 shares or approximately 98% have been subscribed, and (2) 40,000 shares of preferred stock, each of the par value of \$100.00, of which no shares have been subscribed, so that approximately 94% of the aggregate par value of the shares authorized to be issued in the amount of \$5,009,112 has been fully subscribed and fully paid.

The preferred stock may be issued in one or more series. The designations, preferences and other special rights, of the preferred stock of each series shall be such as are stated and expressed herein and, to the extent not stated and expressed herein, shall be such as may be fixed by the Board of Directors (authority so to do being hereby expressly granted) and stated and expressed in a resolution or resolutions adopted by the Board of Directors providing for the issue of preferred stock of such series. Such resolution or resolutions shall (a) specify the series to

which the preferred stock shall belong. (b) state whether a dividend shall be payable in cash, stock or otherwise, whether such dividend shall be cumulative or non-cumulative and whether the preferred stock of such series shall rank on parity with any other series of preferred stock as to dividend and fix the dividend rate therefore (or the manner of computing the rate of such dividends thereon), (c) fix the amount which the holders of the preferred stock of such series shall be entitled to be paid in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, (d) state whether or not the preferred stock of such series shall be redeemable and at what times and under what conditions and the amount or amounts payable thereon in the event of redemption; and may provide for a sinking fund for the purchase or redemption; or a purchase fund for the purchase of shares of such series and the terms and provisions governing the operation of any such fund and the status as to reissuance of shares of preferred stock purchased or otherwise reacquired or redeemed or retired through operation thereof, and that so long as the corporation is in default as to such sinking or purchase fund the corporation shall not (with such exceptions, if any, as may be provided) pay any dividends upon or purchase or redeem shares of capital common stock with respect to dividends or distribution of assets upon liquidation; and grant such other special rights to the holders of shares of such series as the Board of Directors may determine and as shall not be inconsistent with the provisions of this Article.

ARTICLE V.

The Company shall have perpetual existence.

ARTICLE VI.

The corporation shall have a Board of Directors of not less than five (5) nor more than fifteen (15), which shall manage the affairs and property of the corporation. The By-Laws shall specify the number of directors within the limits herein specified, and such number may be increased or decreased from time to time by amendment to the By-Laws of the corporation, but shall never be decreased to less than five (5) in number. The directors shall be elected annually or as provided by law and shall hold office until their successors are elected and qualify. The number of directors constituting the present Board of Directors is five (5) and the names and addresses of the persons who are presently serving as directors until the next annual meeting of the stockholders or until their successors are elected and have qualified, are:

Shane Gleeson
7602 Endecott Place
Prospect, KY 40059

Dean Kehler
1115, 5th Avenue
New York, NY. 10128

Thomas Leaton
305 Roosevelt Ct., NE
Vienna, VA 22180

David Smilow
140 Perry St., #4
New York, NY 10014

Tracey Hecht Smilow
140 Perry St., #4
New York, NY 10014"

ARTICLE VII.


A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (4) an act or omission for which the liability of a director is expressly provided for by statute; or
- (5) an act related to an unlawful stock repurchase or payment of a dividend.

No repeal or modification of this Article VII by the shareholders of the corporation shall adversely affect any right or protection of a director existing at the time of such repeal or modification with respect to events or circumstances occurring or existing prior to such time."

IN WITNESS WHEREOF, the undersigned officer executes this instrument and does hereby sign and acknowledge the same for and on behalf of the Corporation this 26th day of November, 2002.

CONSECO VARIABLE INSURANCE COMPANY

By: 
Name: Shane Gleason
Title: President

ACKNOWLEDGMENT

THE STATE OF KENTUCKY §
 §
COUNTY OF JEFFERSON §

BEFORE ME, the undersigned authority, on this day personally appeared Shane Gleeson, known to me to be the President of Conseco Variable Insurance Company, a Texas life insurance company, who being duly sworn by me, acknowledged to me that he executed the foregoing instrument for the purposes and the consideration therein expressed, and in the capacity therein stated, and that the facts set forth therein are true, to the best of his information and belief.

Given under my hand and seal of office this 26th day of November, 2002.

[SEAL]

Andrea Luecher
Notary Public - State of Kentucky

My Commission Expires:

Andrea Luecher, Notary Public
Kentucky
State at Large
My Commission Expires July 20, 2005

Andrea Luecher
Printed Name of Notary Public